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-and-

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*Counsel for Washington Prime Group Inc.,
The Kroger Co., Sitel Operating Corporation, and
Macy's West Stores, Inc.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE:

**SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.**

CHAPTER 11

CASE NO. 18-23538-RDD

(Jointly Administered)

**AMENDED¹ VERIFIED STATEMENT OF FROST BROWN TODD LLC PURSUANT
TO RULE 2019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Frost Brown Todd LLC (“FBT”), counsel to Washington Prime Group Inc. (“WPG”),
The Kroger Co. (“Kroger”), Sitel Operating Corporation (“Sitel”), and Macy’s West Stores, Inc.
 (“Macy’s”) files this Verified Statement pursuant to Rule 2019(a) of the Federal Rules of
Bankruptcy Procedure.

1. The names and addresses of the parties represented by FBT in the above-referenced
chapter 11 cases are:

Washington Prime Group Inc.
180 East Broad Street
Columbus, Ohio 43215

The Kroger Co.
1014 Vine Street
Cincinnati, Ohio 45202

Sitel Operating Corporation
1201 Demonbreun St.
Suite 1240
Nashville, Tennessee 37203

Macy’s West Stores, Inc.
7 W. 7th Street
Cincinnati, Ohio 45202

2. The nature and amount of disclosable economic interest of each creditor, equity security
holder, and party in interest represented by FBT is as follows:

- a. Washington Prime Group Inc.: WPG is a creditor in these chapter 11 cases and
the managing agent for certain landlords of the Debtors. WPG holds a claim
against the Debtors in an unknown amount, including, but not limited to, all

¹ This Rule 2019 Statement amends the previous Rule 2019 Statement filed at Docket No. 1131.

amounts due and owing under the leases between WPG and the Debtors plus any rejection damages and/or administrative priority claims for unpaid post-petition rent and other charges.

- b. The Kroger Co.: Kroger is a creditor in these chapter 11 cases and a landlord of the Debtors. Kroger holds a claim against the Debtors in an unknown amount, including, but not limited to, all amounts due and owing under the lease between Kroger and the Debtors plus any rejection damages and/or administrative priority claims for unpaid post-petition rent and other charges.
 - c. Sitel Operating Corporation: Sitel is a creditor in these chapter 11 cases and a vendor of one or more of the Debtors. Sitel holds a claim against one or more of the Debtors in an amount exceeding \$7,000,000, including, but not limited to, all amounts due and owing under the contracts and agreements between Sitel and the Debtors plus any administrative priority claims for unpaid post-petition charges.
 - d. Macy's West Stores, Inc.: Macy's is a creditor in these chapter 11 cases and a landlord of the Debtors. Macy's holds a claim against the Debtors in an unknown amount, including, but not limited to, all amounts due and owing under the lease between Macy's and the Debtors plus any rejection damages and/or administrative priority claims for unpaid post-petition rent and other charges.
- 3. WPG, Kroger, Sitel, and Macy's have each requested that FBT represent them and their interests in connection with these chapter 11 cases.
 - 4. Upon information and belief, as of the date hereof, FBT does not hold any claim against or equity interest in the Debtors.
 - 5. The undersigned certifies that this Verified Statement is true and accurate to the best of

their knowledge and belief. FBT reserves the right to revise and supplement this Verified
Statement.

Dated: January 25, 2019
Cincinnati, Ohio

Respectfully submitted,

By: /s/ Ronald E. Gold

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CERTIFICATE OF SERVICE

I hereby certify that on January 25, 2019, a copy of the foregoing was served electronically or via First Class Mail, postage prepaid upon all those identified on the Master Service List as of January 25, 2019 in accordance with this Court's Amended Order Implementing Certain Notice and Case Management Procedures (the "Case Management Order") entered on November 1, 2018 [Docket No. 405]. I hereby further certify that pursuant to the Case Management Order and the Local Rules, hard copies of the foregoing were delivered via overnight mail or email to the "Standard Parties" in the Case Management Order.

/s/ Ronald E. Gold

Ronald E. Gold